

B1 (Official Form 1)(04/13)

United States Bankruptcy Court
Western District of Washington

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Prium Companies, LLC	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all) 32-0138717	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): 6416 Pacific Hwy E. #300 Tacoma, WA	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code 98424	ZIP Code
County of Residence or of the Principal Place of Business: Pierce	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):
ZIP Code	ZIP Code
Location of Principal Assets of Business Debtor (if different from street address above):	

Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13
Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:	Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding
		Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (<i>amount subject to adjustment on 4/01/16 and every three years thereafter</i>). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).

Statistical/Administrative Information <input type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input checked="" type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.										THIS SPACE IS FOR COURT USE ONLY																				
Estimated Number of Creditors <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%; text-align: center;"><input type="checkbox"/></td> <td style="width: 10%; text-align: center;"><input checked="" type="checkbox"/></td> <td style="width: 10%; text-align: center;"><input type="checkbox"/></td> </tr> <tr> <td>1-49</td> <td>50-99</td> <td>100-199</td> <td>200-999</td> <td>1,000-5,000</td> <td>5,001-10,000</td> <td>10,001-25,000</td> <td>25,001-50,000</td> <td>50,001-100,000</td> <td>OVER 100,000</td> </tr> </table>										<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	1-49	50-99	100-199	200-999	1,000-5,000	5,001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	OVER 100,000	
<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>																					
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Estimated Assets <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%; text-align: center;"><input type="checkbox"/></td> <td style="width: 10%; text-align: center;"><input checked="" type="checkbox"/></td> <td style="width: 10%; text-align: center;"><input type="checkbox"/></td> </tr> <tr> <td>\$0 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>\$100,000,001 to \$500 million</td> <td>\$500,000,001 to \$1 billion</td> <td>More than \$1 billion</td> </tr> </table>										<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion	
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>																					
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Estimated Liabilities <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%; text-align: center;"><input type="checkbox"/></td> <td style="width: 10%; text-align: center;"><input checked="" type="checkbox"/></td> <td style="width: 10%; text-align: center;"><input type="checkbox"/></td> <td style="width: 10%; text-align: center;"><input type="checkbox"/></td> <td style="width: 10%; text-align: center;"><input type="checkbox"/></td> </tr> <tr> <td>\$0 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>\$100,000,001 to \$500 million</td> <td>\$500,000,001 to \$1 billion</td> <td>More than \$1 billion</td> </tr> </table>										<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion	
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>																					
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B1 (Official Form 1)(04/13)

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): Prium Companies, LLC	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)			
Location Where Filed: - None -	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor: See Attachment	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)		Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).	
<input type="checkbox"/> Exhibit A is attached and made a part of this petition.		X Signature of Attorney for Debtor(s) _____ (Date) _____	
Exhibit C Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
Exhibit D (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
_____ (Name of landlord that obtained judgment)			
_____ (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

B1 (Official Form 1)(04/13)

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):
Prium Companies, LLC**Signatures****Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.
 [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.
 [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X

Signature of Debtor

X

Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of Attorney***X /s/ Diana K. Carey**

Signature of Attorney for Debtor(s)

Diana K. Carey 16239

Printed Name of Attorney for Debtor(s)

Karr Tuttle Campbell

Firm Name

**701 Fifth Avenue
Suite 3300
Seattle, WA 98104**

Address

206 223 1313 Fax: 206 682 7100

Telephone Number

August 15, 2014

Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Eric D. Orse

Signature of Authorized Individual

Eric D. Orse

Printed Name of Authorized Individual

Manager

Title of Authorized Individual

August 15, 2014

Date

Signatures**Signature of a Foreign Representative**

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X

Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.)(Required by 11 U.S.C. § 110.)

Address

X

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. §110; 18 U.S.C. §156.

In re Prium Companies, LLC Case No. _____

Debtor

FORM 1. VOLUNTARY PETITION
Pending Bankruptcy Cases Filed Attachment

<u>Name of Debtor / District</u>	<u>Case No. / Relationship</u>	<u>Date Filed / Judge</u>
Hyun J. Um Western District of Washington	10-46731 Member	08/17/10 Paul B. Snyder
Prium Tacoma Buildings, LLC Western District of Washington at Tacoma	14-40771-PBS Affiliate	02/17/14 Paul B. Snyder
Thomas W. Price Western District of Washington	10-46732-PBS Member	08/17/10 Paul B. Snyder

United States Bankruptcy Court
Western District of Washington

In re **Prium Companies, LLC**

Debtor(s)

Case No.

Chapter **11**

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
Bader Martin P.S. Attn: Steve Bisop 1000 Second Avenue, 34th Floor Seattle, WA 98104	Bader Martin P.S. Attn: Steve Bisop 1000 Second Avenue, 34th Floor Seattle, WA 98104	Trade Debt		33,305.98
Bingo Investments LLC Sharon G. Bingham 2007 Trust 10801 Main Street Ste 100 Bellevue, WA 98004	Bingo Investments LLC Sharon G. Bingham 2007 Trust 10801 Main Street Ste 100 Bellevue, WA 98004	Loan transfer and membership purchase agreement	Unliquidated Disputed	23,172,600.00
Christie Law Group, PLLC c/o Robert Christie 2100 Westlake Ave N Ste 206 Seattle, WA 98109	Christie Law Group, PLLC c/o Robert Christie 2100 Westlake Ave N Ste 206 Seattle, WA 98109	Trade Debt		206,621.84
Doty, Beardsley, Rosengren & C Attn: Paul Doty 4301 South Pine St. Ste. 400 Tacoma, WA 98409	Doty, Beardsley, Rosengren & C Attn: Paul Doty 4301 South Pine St. Ste. 400 Tacoma, WA 98409	Trade Debt		53,984.00
Intervest-Mortgage Investment c/o Witherspoon Kelley 422 Riverside Avenue Ste 1100 Spokane, WA 99201	Intervest-Mortgage Investment c/o Witherspoon Kelley 422 Riverside Avenue Ste 1100 Spokane, WA 99201	Settlement agreement		1,860,000.00
Lorraine A. Olson Rev. Trust c/o Steve Olson 6622 112th Street E Puyallup, WA 98373	Lorraine A. Olson Rev. Trust c/o Steve Olson 6622 112th Street E Puyallup, WA 98373	Promissory note		138,000.00
Mendi Sakamoto 19940 SW 58th Terrace Tualatin, OR 97062	Mendi Sakamoto 19940 SW 58th Terrace Tualatin, OR 97062	Settlement Agreement		38,610.00

B4 (Official Form 4) (12/07) - Cont.
 In re **Prium Companies, LLC**

Case No. _____

Debtor(s) _____

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
 (Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
Mueller & Partin CPAs & Forens Attn: Jamie Nelson Washington Federal Center 400 108th Ave. NE Ste 615 Bellevue, WA 98004	Mueller & Partin CPAs & Forens Attn: Jamie Nelson Washington Federal Center Bellevue, WA 98004	Trade Debt		21,167.61
Nationwide Affordable Housin c/o Bart Reed Stoel Rives 600 University St Ste 3600 Seattle, WA 98101-3197	Nationwide Affordable Housin c/o Bart Reed Stoel Rives Seattle, WA 98101-3197	Guaranty	Contingent Unliquidated Disputed	588,456.00
Olson Brothers Excavating Inc. c/o Spencer Law Firm, LLC 1326 Tacoma Ave S Ste. 200 200 Tacoma, WA 98402	Olson Brothers Excavating Inc. c/o Spencer Law Firm, LLC 1326 Tacoma Ave S Ste. 200 Tacoma, WA 98402	Agreement		42,000.00
Orlandini & Waldron Attn: Mark Waldron 6711 Regents Blvd Tacoma, WA 98466-5421	Orlandini & Waldron Attn: Mark Waldron 6711 Regents Blvd Tacoma, WA 98466-5421	Trade Debt	Disputed	14,385.00
Sherwin Williams Co. c/o Frank Raymond Siderius Siderius Lonergan & Martin LLP 500 Union St Ste 847 Seattle, WA 98101-2394	Sherwin Williams Co. c/o Frank Raymond Siderius Siderius Lonergan & Martin LLP Seattle, WA 98101-2394	Spokane Co. Case No. 09-2-04911-9 Judgment no. 10-9-01958-8		85,226.55
Shillito & Giske PS Attn: Noel Shillito 1919 N Pearl St Tacoma, WA 98406	Shillito & Giske PS Attn: Noel Shillito 1919 N Pearl St Tacoma, WA 98406	Trade Debt		12,130.00
Spokane Rock I, LLC Laura Marquez-Garrett Lane Powell PC 420 5th Ave Ste 4200 Seattle, WA 98111	Spokane Rock I, LLC Laura Marquez-Garrett Lane Powell PC Seattle, WA 98111	Judgment and Unliquidated Claim	Contingent Unliquidated Disputed	26,000,000.00
Sterling Bank Attn: B. Sicilia or J. Delp 111 N Wall St. Ste 203 Spokane, WA 99201	Sterling Bank Attn: B. Sicilia or J. Delp 111 N Wall St. Ste 203 Spokane, WA 99201	Settlement Agreement		1,860,000.00
Teris – Seattle, LLC Attn: Evoney Williams 1001 Fourth Avenue, Suite 2110 Seattle, WA 98154	Teris – Seattle, LLC Attn: Evoney Williams 1001 Fourth Avenue, Suite 2110 Seattle, WA 98154	Trade Debt		15,196.68

B4 (Official Form 4) (12/07) - Cont.
 In re **Prium Companies, LLC**

Case No. _____

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
 (Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
Terrametric Inc. c/o Janet Hill PO Box 33823 Seattle, WA 98133-0823	Terrametric Inc. c/o Janet Hill PO Box 33823 Seattle, WA 98133-0823	Pierce Co. Case 10-2-08944-1 Judgment No. 10-9-07281-1		14,599.71
Upside Mangement LLC 601 108th Ave NE Ste 1900 Bellevue, WA 98004	Upside Mangement LLC 601 108th Ave NE Ste 1900 Bellevue, WA 98004	Assigned judgment dated Feb. 19 2010 and claim based on Agreement	Unliquidated Disputed	3,500,000.00
Velocity Capital Partners, LLC McKittrick, Inc. Reciever Attn: Kimberley McGair 121 SW Morrison Street Ste 60 Portland, OR 97204	Velocity Capital Partners, LLC McKittrick, Inc. Reciever Attn: Kimberley McGair Portland, OR 97204	Settlement Agreement		285,000.00
WF Capital, Inc. Lasher Holzapfel Sperry & Ebbe Attn: Phil Bednar 601 Union St., Suite 2600 Seattle, WA 98101	WF Capital, Inc. Lasher Holzapfel Sperry & Ebbe Attn: Phil Bednar Seattle, WA 98101	Promissory note dated Dec. 12 2007 and guaranty dated June 8, 2006.	Unliquidated Disputed	14,802,192.00

**DECLARATION UNDER PENALTY OF PERJURY
 ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the Manager of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date August 15, 2014

Signature /s/ Eric D. Orse
Eric D. Orse
Manager

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
 18 U.S.C. §§ 152 and 3571.

United States Bankruptcy Court
Western District of Washington

In re **Prium Companies, LLC**

Debtor

Case No. _____

Chapter _____

11

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	0.00		
B - Personal Property	Yes	4	7,040,953.52		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	1		0.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	3		0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	11		83,691,913.68	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	3			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		24			
		Total Assets	7,040,953.52		
			Total Liabilities	83,691,913.68	

United States Bankruptcy Court
Western District of Washington

In re Prium Companies, LLC,
 Debtor
 Case No. _____
 Chapter 11

STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

This information is for statistical purposes only under 28 U.S.C. § 159.

Summarize the following types of liabilities, as reported in the Schedules, and total them.

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	
Student Loan Obligations (from Schedule F)	
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	
TOTAL	

State the following:

Average Income (from Schedule I, Line 12)	
Average Expenses (from Schedule J, Line 22)	
Current Monthly Income (from Form 22A Line 12; OR, Form 22B Line 11; OR, Form 22C Line 20)	

State the following:

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column		
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column		
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column		
4. Total from Schedule F		
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)		

In re Prium Companies, LLC, Case No. _____, Debtor

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
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None

Sub-Total > **0.00** (Total of this page)

Total > **0.00**

0 continuation sheets attached to the Schedule of Real Property

(Report also on Summary of Schedules)

In re Prium Companies, LLC,
Case No. _____
Debtor

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.	X			
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			
Sub-Total > (Total of this page)				0.00

3 continuation sheets attached to the Schedule of Personal Property

In re **Prium Companies, LLC**, Case No. _____, Debtor

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.		Century Investment Associates Membership Interest, 6416 Pacific Hwy E. #300, Tacoma WA 98424 (owns 50 tenant in common interest in underlying real property)	-	2,552,050.00
		Tower Mall LLC Location: 6416 Pacific Hwy E. #300, Tacoma WA 98424	-	0.00
		CDC Acquisition Co. I, LLC Location: 6416 Pacific Hwy E. #300, Tacoma WA 98424	-	544,695.00
		P & U Capital Partners, I, LLC Location: 6416 Pacific Hwy E. #300, Tacoma WA 98424 (net value including negative equity subdidiaries)	-	390,177.00
		P & U Capital Partners II, LLC Location: 6416 Pacific Hwy E. #300, Tacoma WA 98424	-	0.00
		Winthrop Hotel, LLC Location: 6416 Pacific Hwy E. #300, Tacoma WA 98424	-	2,098,830.00
		Prium Tacom Buildings, LLC Location: 6416 Pacific Hwy E. #300, Tacoma WA 98424 (value reflects partial interest)	-	455,201.52
		Prium Development Company, LLC Location: 6416 Pacific Hwy E. #300, Tacoma WA 98424	-	1,000,000.00

Sub-Total > **7,040,953.52**
(Total of this page)

Sheet 1 of 3 continuation sheets attached
to the Schedule of Personal Property

In re **Prium Companies, LLC**,
Debtor
Case No. _____

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		Rock Pointe Properties, LLC Location: 6416 Pacific Hwy E. #300, Tacoma WA 98424	-	0.00
		Prium White Center, LLC Location: 6416 Pacific Hwy E. #300, Tacoma WA 98424	-	0.00
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.	X			
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
Sub-Total > (Total of this page)				0.00

Sheet 2 of 3 continuation sheets attached
to the Schedule of Personal Property

In re **Prium Companies, LLC**, Case No. _____, Debtor

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.		miscellaneous trucks and service vehicles estimated to be worth no more than \$70,000 Location: 6416 Pacific Hwy E. #300, Tacoma WA 98424	-	Unknown
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.	X			
29. Machinery, fixtures, equipment, and supplies used in business.	X			
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			

Sub-Total > **0.00**
(Total of this page)
Total > **7,040,953.52**

Sheet 3 of 3 continuation sheets attached
to the Schedule of Personal Property

(Report also on Summary of Schedules)

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

In re

Prium Companies, LLC

Case No. _____

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets) **Domestic support obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

 Extensions of credit in an involuntary case

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

 Wages, salaries, and commissions

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$12,475* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

 Contributions to employee benefit plans

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

 Certain farmers and fishermen

Claims of certain farmers and fishermen, up to \$6,150* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

 Deposits by individuals

Claims of individuals up to \$2,775* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

 Taxes and certain other debts owed to governmental units

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

 Commitments to maintain the capital of an insured depository institution

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507 (a)(9).

 Claims for death or personal injury while debtor was intoxicated

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amount subject to adjustment on 4/01/16, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

2 continuation sheets attached

In re **Prium Companies, LLC**, Case No. _____, Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

**Taxes and Certain Other Debts
Owed to Governmental Units**

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	TYPE OF PRIORITY				
			CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
Account No.							
Dept. of L & I Third Floor Legal PO Box 44171 Olympia, WA 98504-4170	-	Notice Only				0.00	0.00
Account No.							
Employment Security Department Insolvency Unit PO.Box 9046 Olympia, WA 98507-9046	-	Notice Only				0.00	0.00
Account No.							
Internal Revenue Service Centralized Insolvency Ops PO Box 7346 Philadelphia, PA 19101-7346	-	Notice Only				0.00	0.00
Account No.							
United States Attorney Attn: Bankruptcy Assistant US Courthouse 700 Stewart St, RM 5220 Seattle, WA 98101	-	Notice Only				0.00	0.00
Account No.							
US Treasury Secretary of the Treasury 1500 Pennsylvania Ave NW Washington, DC 20220	-	Notice Only				0.00	0.00
Sheet <u>1</u> of <u>2</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Priority Claims			Subtotal (Total of this page)	0.00	0.00	0.00	0.00

In re **Prium Companies, LLC**, Case No. _____, Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

**Taxes and Certain Other Debts
Owed to Governmental Units**

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	TYPE OF PRIORITY				AMOUNT NOT ENTITLED TO PRIORITY, IF ANY	AMOUNT ENTITLED TO PRIORITY
			C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM		
Account No.		Notice Only						
WA State Dept. of Revenue Bankruptcy/Claims Unit 2101 4th Ave #1400 Seattle, WA 98121	-						0.00	
Account No.		Notice Only					0.00	0.00
WA. State - Attorney General Bankruptcy & Collections Unit 800 Fifth Ave. Ste #2000 Seattle, WA 98104	-						0.00	
Account No.								
Account No.								
Account No.								
Account No.								
Sheet <u>2</u> of <u>2</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Priority Claims			Subtotal (Total of this page)				<u>0.00</u>	<u>0.00</u>
			Total (Report on Summary of Schedules)				<u>0.00</u>	<u>0.00</u>
							<u>0.00</u>	<u>0.00</u>

In re Prium Companies, LLC,
Debtor

Case No. _____

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.			AMOUNT OF CLAIM
			CONTINGENT	UNLIQUIDATED	DISPUTED	
Account No.			Trade Debt			
Bader Martin P.S. Attn: Steve Bisop 1000 Second Avenue, 34th Floor Seattle, WA 98104						33,305.98
Account No.			11/4/2008 Loan transfer and membership purchase agreement			X X
Bingo Investments LLC Sharon G. Bingham 2007 Trust 10801 Main Street Ste 100 Bellevue, WA 98004						23,172,600.00
Account No.			Notice Only			
Cascade Capitol Group Attn: Mark Calvert 1420 Fifth Avenue Suite 2211 Seattle, WA 98101						0.00
Account No. 398232			Notice Only			
Chicago Title Insurance Co. PO Box 241718 Omaha, NE 68124						0.00
Subtotal (Total of this page)						23,205,905.98

10 continuation sheets attached

In re

Prium Companies, LLC

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B E T O R H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CON T I N G E N T	U N L I Q U I D A T E D	DIS P U T E D	AMOUNT OF CLAIM
Account No.		Trade Debt				
Christie Law Group, PLLC c/o Robert Christie 2100 Westlake Ave N Ste 206 Seattle, WA 98109	-					206,621.84
Account No.		Notice Only re: Thurston Co. Case #13-2-00947-9				
Christopher Taylor 402 Legion Way SE Ste 101 Olympia, WA 98501	-					0.00
Account No.		Notice Only re: Spokane Co. Case 09-2-04836-8				
Clines Air Con Services c/o Joseph Grant Carroll III 12929 E Sprague Ave Spokane, WA 99216-0721	-					0.00
Account No.		Trade Debt				
Doty, Beardsley, Rosengren & C Attn: Paul Doty 4301 South Pine St. Ste. 400 Tacoma, WA 98409	-					53,984.00
Account No.		Notice Only re: Case No. 14-2-14472-5 SEA				
Emanuel Jacobowitz□□ 11011 35th Ave NE Seattle, WA 98125	-					0.00
Sheet no. <u>1</u> of <u>10</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			260,605.84

In re

Prium Companies, LLC

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.						
Gordon & Rees LLP c/o Donald James Verfurth 701 5th Ave Ste 2100 Seattle, WA 98104	-	Notice Only re: Pierce County Superior Court Case 13-2-09750-3				0.00
Account No.						
Gregory G Wallace 800 5th Ave Ste 3810 Seattle, WA 98104	-	Notice Only re: Thurston Co. Case #13-2-00947-9				0.00
Account No.						
Intervest-Mortgage Investment c/o Witherspoon Kelley 422 Riverside Avenue Ste 1100 Spokane, WA 99201	X -	05/03/2011 Settlement agreement				1,860,000.00
Account No.						
James Benjamin Meade II Forsberg & Umlauf PS 1 N Tacoma Ave Ste 200 Tacoma, WA 98403-3131	-	Notice Only re: Pierce County Superior Court Case 13-2-09750-3				0.00
Account No.						
Janet L. Hill PO Box 33823 Seattle, WA 98133-0823	-	Notice Only re: Pierce County Superior Court Case 10-2-08944-1				0.00
Sheet no. <u>2</u> of <u>10</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)		<u>1,860,000.00</u>	

In re

Prium Companies, LLC

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.						
Jennifer Kali Sheffield 1420 5th Ave Ste 4100 Seattle, WA 98101	-	Notice Only Attorneys for Defendant(s) in Lawsuit 12-2-01179-6 SEA				0.00
Account No.						
Lane Powell PC C/O Laura Marquez-Garrett PO Box 91302 Seattle, WA 98111	-	Notice Only Attorneys for Defendant(s) in Lawsuit 12-2-01179-6 SEA				0.00
Account No.						
Lorraine A. Olson Rev. Trust c/o Steve Olson 6622 112th Street E Puyallup, WA 98373	-	07/15/2013 Promissory note				138,000.00
Account No.						
Matthew Laurence Sweeney PO Box 7935 Tacoma, WA 98417-0935	-	Notice Only				0.00
Account No.						
Mendi Sakamoto 19940 SW 58th Terrace Tualatin, OR 97062	X -	Dec. 12, 2011 Settlement Agreement				38,610.00
Sheet no. <u>3</u> of <u>10</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			176,610.00

In re

Prium Companies, LLC

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CON T I N G E N T	U N L I Q U I D A T E D	DIS P U T E D	AMOUNT OF CLAIM
Account No.						
Michael Maurice Fleming Ryan Swanson & Cleveland PLLC 1201 3rd Ave Ste 3400 Seattle, WA 98101	-	Notice Only Attorneys for Defendant(s) in Lawsuit 12-2-01179-6 SEA				0.00
Account No.						
Michelle Peterson DLA Piper LLP 701 5th Ave Ste 7000 Seattle, WA 98104	-	Notice Only re: Lawsuit 12-2-01179-6 SEA				0.00
Account No.						
Mueller & Partin CPAs & Forens Attn: Jamie Nelson Washington Federal Center 400 108th Ave. NE Ste 615 Bellevue, WA 98004	-	Trade Debt				21,167.61
Account No.						
Naegeli Deposition and Trial Attn: Christian Knox 111 SW Fifth Ave. Ste 2020 Portland, OR 97204	-	Trade debt				675.63
Account No.						
Nationwide Affordable Housin c/o Bart Reed Stoel Rives 600 University St Ste 3600 Seattle, WA 98101-3197	X -	November 6, 2006 Guaranty	X	X	X	588,456.00
Sheet no. <u>4</u> of <u>10</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			610,299.24

In re

Prium Companies, LLC

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B E T O R H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CON T I N G E N T	U N L I Q U I D A T E D	DIS P U T E D	AMOUNT OF CLAIM
Account No.						
Olson Brothers Excavating Inc. c/o Spencer Law Firm, LLC 1326 Tacoma Ave S Ste. 200 Tacoma, WA 98402	-	05/10/2012 Agreement				42,000.00
Account No.						
Orlandini & Waldron Attn: Mark Waldron 6711 Regents Blvd Tacoma, WA 98466-5421	-	Trade Debt			X	14,385.00
Account No.						
Queen High Full House, LLC 6416 Pacific Hwy E #300 Tacoma, WA 98424	-	11/9/2005 to 1/31/2011 Intercompay Loans (exclusive of Interest)				10,935,266.40
Account No.						
Raymond Faulkner c/o Adam Phillip Karp 114 W Magnolia St Ste 425 Bellingham, WA 98225	-	Notice Only re: Pierce County Superior Court Case 13-2-09750-3				0.00
Account No.						
Richard Jeffrey Hyatt Ryan Swanson & Cleveland PLLC 1201 3rd Ave Ste 3400 Seattle, WA 98101-3034	-	Notice Only				0.00
Sheet no. <u>5</u> of <u>10</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)		10,991,651.40	

In re Prium Companies, LLC,
Case No. _____,
Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE DEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.		Trade Debt				
Robert Malden Hughes 2916 NW 133rd St Vancouver, WA 98685-2370	-					10,332.48
Account No.		Notice Only re: Lawsuit 12-2-01179-6 SEA				
Salvador Alejo Mungia II Gordon Thomas Honeywell PO Box 1157 Tacoma, WA 98401	-					0.00
Account No.		Notice Only				
Sammy Woonha Lee 636 120th Ave NE Ste A200 Bellevue, WA 98005	X -					0.00
Account No.		Notice Only re: Lawsuit 09-2-43631-2				
Sammy Woonha Lee c/o Rick J. Wathen 303 Battery Street Seattle, WA 98121-1419	-					0.00
Account No.		Notice Only re: Lawsuit 09-2-43631-2				
Sammy Woonha Lee c/o Charles P. Moure 600 Stewart St Ste 1200 Seattle, WA 98101	-					0.00
Sheet no. <u>6</u> of <u>10</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims		Subtotal (Total of this page)				10,332.48

In re

Prium Companies, LLC

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B E T O R H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CON T I N G E N T	U N L I Q U I D A T E D	DIS P U T E D	AMOUNT OF CLAIM
Account No.		Notice Only				
Shawn Burnham Rediger Williams Kastner & Gibbs 601 Union St Ste 4100 Seattle, WA 98101-2380	-					0.00
Account No.		Spokane Co. Case No. 09-2-04911-9 Judgment no. 10-9-01958-8				
Sherwin Williams Co. c/o Frank Raymond Siderius Siderius Lonergan & Martin LLP 500 Union St Ste 847 Seattle, WA 98101-2394	-					85,226.55
Account No.		Trade Debt				
Shillito & Giske PS Attn: Noel Shillito 1919 N Pearl St Tacoma, WA 98406	-					12,130.00
Account No.		Notice Only				
Spokane Rock I, LLC Hokwai Woo 1900 Occidental Ave S Apt13 Seattle, WA 98134	-					0.00
Account No.		Judgment and Unliquidated Claim				
Spokane Rock I, LLC Laura Marquez-Garrett Lane Powell PC 420 5th Ave Ste 4200 Seattle, WA 98111	-		X	X	X	26,000,000.00
Sheet no. <u>7</u> of <u>10</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims		Subtotal (Total of this page)				<u>26,097,356.55</u>

In re

Prium Companies, LLC

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE DEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.		Trade Debt				
Starkovich Reporting Services Attn: Mariel Johnson P.O. Box 22884 Seattle, WA 98112	-					2,163.80
Account No.		05/11/2011 Settlement Agreement				
Sterling Bank Attn: B. Sicilia or J. Delp 111 N Wall St. Ste 203 Spokane, WA 99201	X -					1,860,000.00
Account No.		Notice Only				
Stew Cogan Stew Cogan Arbitrator-Mediator 1420 5th Ave Ste 3400 Seattle, WA 98101	-					0.00
Account No.		Trade Debt				
Teris – Seattle, LLC Attn: Evoney Williams 1001 Fourth Avenue, Suite 2110 Seattle, WA 98154	-					15,196.68
Account No.		Pierce Co. Case 10-2-08944-1 Judgment No. 10-9-07281-1				
Terrametric Inc. c/o Janet Hill PO Box 33823 Seattle, WA 98133-0823	-					14,599.71
Sheet no. <u>8</u> of <u>10</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			1,891,960.19

In re

Prium Companies, LLC

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.						
Thomas Russell Knoll JR Office of the Attorney General PO Box 40145 Olympia, WA 98504	-	Notice Only re: Thurston Co. Case #13-2-00947-9				0.00
Account No.						
Umpqua Bank c/o Daniel Andrew Brown Williams Kastner 601 Union St Ste 4100 Seattle, WA 98101-1368	-	Notice Only re Pierce Co. Case 10-2-11409-8				0.00
Account No.						
Upside Mangement LLC 601 108th Ave NE Ste 1900 Bellevue, WA 98004	X -	Assigned judgment dated Feb. 19 2010 and claim based on Agreement	X	X		3,500,000.00
Account No.						
Velocity Capital Partners, LLC McKittrick, Inc. Reciever Attn: Kimberley McGair 121 SW Morrison Street Ste 60 Portland, OR 97204	X -	Dec. 12, 2011 Settlement Agreement				285,000.00
Account No.						
WF Capital, Inc. Lasher Holzapfel Sperry & Ebbe Attn: Phil Bednar 601 Union St., Suite 2600 Seattle, WA 98101	X -	Promissory note dated Dec. 12 2007 and guaranty dated June 8, 2006.	X	X		14,802,192.00
Sheet no. <u>9</u> of <u>10</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			<u>18,587,192.00</u>

In re

Prium Companies, LLC

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B E T O R H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	AMOUNT OF CLAIM		
			CO N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D
Account No.					
Yost Mooney & Pugh Contractors c/o Michael Currin 1100 US Bank Bldg 422 W Riverside Ave Spokane, WA 99201-0369	-	Notice Only re: Spokane Co. Case 10-2-00131.4			0.00
Account No.					
Account No.					
Account No.					
Account No.					
Account No.					
Sheet no. <u>10</u> of <u>10</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims		Subtotal (Total of this page)			0.00
		Total (Report on Summary of Schedules)			83,691,913.68

In re Prium Companies, LLC,
Case No. _____
Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code,
of Other Parties to Lease or Contract

Description of Contract or Lease and Nature of Debtor's Interest.
State whether lease is for nonresidential real property.
State contract number of any government contract.

0

continuation sheets attached to Schedule of Executory Contracts and Unexpired Leases

In re **Prium Companies, LLC**, Case No. _____, Debtor

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Chelsea Heights LLC	Sterling Bank Attn: B. Sicilia or J. Delp 111 N Wall St. Ste 203 Spokane, WA 99201
Chelsea Heights LLC 6416 Pacific Hwy E. Tacoma, WA 98424	Intervest-Mortgage Investment c/o Witherspoon Kelley 422 Riverside Avenue Ste 1100 Spokane, WA 99201
Fountain Park, LLC	Sterling Bank Attn: B. Sicilia or J. Delp 111 N Wall St. Ste 203 Spokane, WA 99201
Fountain Park, LLC 6416 Pacific Hwy E. Tacoma, WA 98424	Intervest-Mortgage Investment c/o Witherspoon Kelley 422 Riverside Avenue Ste 1100 Spokane, WA 99201
Hyun and Jin Um	Sterling Bank Attn: B. Sicilia or J. Delp 111 N Wall St. Ste 203 Spokane, WA 99201
Hyun J and Jin S Um J Todd Tracy The Tracy Law Group PLLC 720 Olive Way Ste 1000 Seattle, WA 98101	Intervest-Mortgage Investment c/o Witherspoon Kelley 422 Riverside Avenue Ste 1100 Spokane, WA 99201
Hyun J and Jin S Um	WF Capital, Inc. Lasher Holzapfel Sperry & Ebbe Attn: Phil Bednar 601 Union St., Suite 2600 Seattle, WA 98101
P & U Capital Partners I, LLC 6416 Pacific Hwy E. #300 Tacoma, WA 98424	Nationwide Affordable Housin c/o Bart Reed Stoel Rives 600 University St Ste 3600 Seattle, WA 98101-3197
Prium Development Company, LLC 6416 Pacific Hwy E Tacoma, WA 98424	Velocity Capital Partners, LLC McKittrick, Inc. Reciever Attn: Kimberley McGair 121 SW Morrison Street Ste 60 Portland, OR 97204

In re Prium Companies, LLC, Case No. _____,
Debtor

SCHEDULE H - CODEBTORS
(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Prium Development Company, LLC 6416 Pacific Hwy E. Tacoma, WA 98424	Mendi Sakamoto 19940 SW 58th Terrace Tualatin, OR 97062
Prium Kent Retail, LLC 6416 Pacific Hwy #. #300 Tacoma, WA 98424	WF Capital, Inc. Lasher Holzapfel Sperry & Ebbe Attn: Phil Bednar 601 Union St., Suite 2600 Seattle, WA 98101
Prium Meeker Mall, LLC 6416 Pacific Hwy e. #300 Tacoma, WA 98424	WF Capital, Inc. Lasher Holzapfel Sperry & Ebbe Attn: Phil Bednar 601 Union St., Suite 2600 Seattle, WA 98101
Prium Olympia Buildings, LLC 6416 Pacific Hwy E. Tacoma, WA 98424	Sammy Woonha Lee 636 120th Ave NE Ste A200 Bellevue, WA 98005
Prium Tumwater Buildings LLC 6416 Pacific Hwy E. Tacoma, WA 98424	Intervest-Mortgage Investment c/o Witherspoon Kelley 422 Riverside Avenue Ste 1100 Spokane, WA 99201
Prium Tumwater Buildings, LLC	Sterling Bank Attn: B. Sicilia or J. Delp 111 N Wall St. Ste 203 Spokane, WA 99201
Rock Point Properties, LLC Black Realty Management 107 S Howard St # 600 Spokane, WA 99201	Upside Mangement LLC 601 108th Ave NE Ste 1900 Bellevue, WA 98004
Rock Pointe Holdings, LLC c/o Black Realty Management 107 S Howard St # 600 Spokane, WA 99201	Upside Mangement LLC 601 108th Ave NE Ste 1900 Bellevue, WA 98004
Thomas and Patricia Price	Sterling Bank Attn: B. Sicilia or J. Delp 111 N Wall St. Ste 203 Spokane, WA 99201
Thomas W. and Patricia Price J Todd Tracy The Tracy Law Group PLLC 720 Olive Way Ste 1000 Seattle, WA 98101	Intervest-Mortgage Investment c/o Witherspoon Kelley 422 Riverside Avenue Ste 1100 Spokane, WA 99201

Sheet 1 of 2 continuation sheets attached to the Schedule of Codebtors

In re Prium Companies, LLC,
Case No. _____
Debtor

SCHEDULE H - CODEBTORS
(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Thomas W. and Patricia Price	WF Capital, Inc. Lasher Holzapfel Sperry & Ebbe Attn: Phil Bednar 601 Union St., Suite 2600 Seattle, WA 98101

Sheet 2 of 2 continuation sheets attached to the Schedule of Codebtors

United States Bankruptcy Court
Western District of Washington

In re Prium Companies, LLC

Debtor(s)

Case No.
Chapter11

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Manager of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 26 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date August 15, 2014Signature /s/ Eric D. Orse
Eric D. Orse
Manager

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

United States Bankruptcy Court
Western District of Washington

In re **Prium Companies, LLC**

Debtor(s)

Case No.
Chapter**11**

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any persons in control of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(2), (31).

1. Income from employment or operation of business

None State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
\$51,947.00	2013: Based on Debtor's Income statement
\$147,908.00	2012: Based on Debtors income statement

2. Income other than from employment or operation of business

None State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
--------	--------

3. Payments to creditors

None

Complete a. or b., as appropriate, and c.

a. *Individual or joint debtor(s) with primarily consumer debts:* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
---------------------------------	----------------------	-------------	-----------------------

None

b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$6,225*. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
------------------------------	------------------------------------	--	-----------------------

None

c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
--	-----------------	-------------	-----------------------

To be supplied

\$0.00

\$0.00

4. Suits and administrative proceedings, executions, garnishments and attachments

None

a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
------------------------------------	-------------------------	---------------------------------	--------------------------

See attached

None

b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
---	-----------------	--------------------------------------

* Amount subject to adjustment on 4/01/16, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

5. Repossessions, foreclosures and returns

None List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
--	--	-----------------------------------

6. Assignments and receiverships

None a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
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None b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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7. Gifts

None List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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8. Losses

None List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case.** (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
-----------------------------------	--	--------------

9. Payments related to debt counseling or bankruptcy

None List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYER IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
---------------------------	--	--

10. Other transfers

None a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFeree, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
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None b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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11. Closed financial accounts

None List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
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12. Safe deposit boxes

None List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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13. Setoffs

None List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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14. Property held for another person

None List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
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15. Prior address of debtor

None If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
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16. Spouses and Former Spouses

None If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

None a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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18 . Nature, location and name of business

None

a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

LAST FOUR DIGITS OF
SOCIAL-SECURITY OR
OTHER INDIVIDUAL
TAXPAYER-I.D. NO.

NAME	(ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
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See Attached

None b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS
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The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

*(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)*

19. Books, records and financial statements

None

a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS	DATES SERVICES RENDERED
Thomas Price 6416 Pacific Hwy E #300 Tacoma, WA 98424	past two years
Dana Dinsmore 6416 Pacific Hwy E #300 Tacoma, WA 98424	past two years
Vicki Polly 6416 Pacific Hwy E #300 Tacoma, WA 98424	past two years
Eric D. Orse 1931 First Ave Ste 1088 Seattle, WA 98101	11/5/2013 to present

None

b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME Thomas Price	ADDRESS	DATES SERVICES RENDERED Past two years
NAME Paul E. Doty	Doty, Beardsley, Rosengren & Co., P.S 4301 South Pine Street, Ste 400 Tacoma, WA 98409	DATES SERVICES RENDERED past two years

None c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME Thomas Price	ADDRESS
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Eric D. Orse

None d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS No statements issued	DATE ISSUED 11/5/2013 to present
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Unknown what statements issued	June 2012 to 11/5/2013
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20. Inventories

None a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
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None b. List the name and address of the person having possession of the records of each of the inventories reported in a., above.

DATE OF INVENTORY	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
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21 . Current Partners, Officers, Directors and Shareholders

None a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
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None b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS Eric Orse as Trustee for Thomas A. Price	TITLE Member and Manager	NATURE AND PERCENTAGE OF STOCK OWNERSHIP 42.5% membership units
Eric Orse as Trustee for Hyun J Um	Member and Manager	42.5% membership units

NAME AND ADDRESS
William Stegeman
c/o Mark Waldron
Orlandini & Waldron P.S.
6711 Regents Blvd
Tacoma, WA 98466

TITLE
Member

NATURE AND PERCENTAGE
OF STOCK OWNERSHIP
15% membership units

22 . Former partners, officers, directors and shareholders

None a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
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None b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
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Thomas Price
6416 Pacific Hwy E #300
Tacoma, WA 98424

Manager

11/5/2013

Hyun J Um. **Manager** **11/5/2013**
6416 Pacific Hwy E #300
Tacoma, WA 98424

William Stegeman **11/5/2013**

23 . Withdrawals from a partnership or distributions by a corporation

None If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
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24. Tax Consolidation Group.

None If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)
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25. Pension Funds.

None If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND	TAXPAYER IDENTIFICATION NUMBER (EIN)
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DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date August 15, 2014

Signature /s/ Eric D. Orse
Eric D. Orse
Manager

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571

Prium Companies LLC

Active Companies:

COMPANY	EIN:	Registered Agent and Address	Nature of Business	SAR?	Begin and end dates:	Ownership
Century Investment Associates, LLC		Matthew Sweeney, Reg. Agent 6416 Pacific Hwy East Tacoma WA 98417-0935	Real Estate	Y	5/9/2006 5/31/2014	100% Prium Companies, LLC
Tower Mall, LLC		Matthew Sweeney 6416 Pacific Hwy East Tacoma WA 98417-0935	Real Estate	Y	11/6/2003 11/30/2014	100% Prium Companies, LLC
Tower Mall Holdings, LLC		Matthew Sweeney 6416 Pacific Hwy East Tacoma WA 98417-0935	Real Estate	Y	11/3/2005 11/30/2014	Tower Mall, LLC owns 100%
SPE III, LLC		William Wright 505 BROADWAY #454 SEATTLE , WA 98102	Real Estate	Y	11/7/2005 11/30/2014	Tower Mall, LLC
CDC Acquisition Company I LLC		Matthew Sweeney, Reg. Agent 6416 Pacific Hwy East Tacoma WA 98417-0935	Real Estate	Y	9/27/2004 9/30/2014	100% Prium Companies, LLC
CDC Properties I, LLC		Matthew Sweeney, Reg. Agent 6416 Pacific Hwy East Tacoma WA 98417-0935	Real Estate	Y	9/27/2004 9/30/2014	100% CDC Acquisition Company I
645 Woodland, LLC		Matthew Sweeney, Reg. Agent 6416 Pacific Hwy East Tacoma WA 98417-0935	Real Estate	Y	2/29/2012 2/28/2015	100% CDC Properties I, LLC
P & U Capital Partners I, LLC		Matthew Sweeney, Reg. Agent 6416 Pacific Hwy East Tacoma WA 98417-0935	Real Estate	Y	8/31/2000 8/31/2014	100% Prium Companies, LLC
Hanna Heights, LLC		Matthew Sweeney, Reg. Agent 6416 Pacific Hwy East Tacoma WA 98417-0935	Real Estate	Y	11/28/2007 11/30/2014	100% P&U Capital Partners I, LLC
P & M Spokane Properties, LLC		Matthew Sweeney, Reg. Agent 6416 Pacific Hwy East Tacoma WA 98417-0935	Real Estate	Y	1/24/2002 1/31/2014	Managing member: P&U Capital Partners I, LLC 80% S and S. Equity, LLC 20%

COMPANY	EIN:	Registered Agent and Address	Nature of Business	SAR?	Begin and end dates:	Ownership
Prium Orchard Hills, LLC	134316749	Matthew Sweeney 6416 Pacific Hwy East Tacoma WA 98417-0935	Real Estate	Y	12/13/2005	12/31/2014
Prium Meeker Mall, LLC		Matthew Sweeney 6416 Pacific Hwy East Tacoma WA 98417-0935	Real Estate	Y	11/29/2005	11/30/2014
Prium Richland Buildings, LLC	04-3758121	Matthew Sweeney 6416 Pacific Hwy East Tacoma WA 98417-0935	Real Estate	Y	4/30/2003	4/30/2014
Cle Elum Property Partners, LLC		Matthew Sweeney, Reg Agent 6416 Pacific Hwy East Tacoma WA 98417-0935	Real Estate	Y	2/15/2005	2/28/2015
Romart Commercial, LLC		Vernon Mahrt 3919 Latona Ave NE #C-1A Seattle WA 98105	Real Estate	Y	8/31/2004	8/31/2014
Romart Investments, LLC		V. E. Mahrt 3919 Latona Ave NE #C-1A Seattle WA 98105	Real Estate	Y	8/29/1996	8/31/2014
Prium Wapato Building, LLC	71-0975116	Matthew Sweeney, Reg Agent 6416 Pacific Hwy East Tacoma WA 98417-0935	Real Estate	Y	12/13/2004	12/31/2014
P&U Capital Partners II, LLC		Matthew Sweeney, Reg Agent 6416 Pacific Hwy East Tacoma WA 98417-0935	Real Estate	Y	8/3/2000	8/31/2014
Prium Kent Retail, LLC		Matthew Sweeney, Reg Agent 6416 Pacific Hwy East Tacoma WA 98417-0935	Real Estate	Y	11/29/2005	11/30/2014

COMPANY	EIN:	Registered Agent and Address	Nature of Business	SAR?	Begin and end dates:	Ownership
Fountain Park, LLC		Matthew Sweeney, Reg. Agent 6416 Pacific Hwy East Tacoma WA 98417-0935	Real Estate	Y	1/31/2005	1/31/2014 100% P & U Capital Partners II LLC
Winthrop Hotel, LLC		Matthew Sweeney 6416 Pacific Hwy East Tacoma WA 98417-0935	Real Estate	Y	11/16/2006	11/30/2014 Prium Companies LLC owns 100%
Prium Tacoma Buildings, LLC	20-5122548	Matthew Sweeney, Reg. Agent 6416 Pacific Hwy East Tacoma WA 98417-0935	Real Estate	Y	6/16/2006	6/30/2014 51% Prium Companies, LLC 49% by Stanlhugh Investments, LLC
Prium Development Company, LLC		Matthew Sweeney, Reg. Agent 6416 Pacific Hwy East Tacoma WA 98417-0935	Real Estate	Y	6/6/1996	6/30/2014 100% Prium Companies, LLC
Rock Pointe Holdings, LLC		Matthew Sweeney 6416 Pacific Hwy East Tacoma WA 98417-0935	Real Estate	Y	11/3/2005	11/30/2014 Rock Pointe Properties, LLC Michelle Dryer, Springing Member
Rock Pointe Properties, LLC		Matthew Sweeney C/O Black Realty Mgmt Inc 107 S Howard ST #600 Spokane WA 99201	Real Estate	Y	9/14/2005	9/30/2014 79% Prium Companies LLC 2% H. Um, 10% Spokane Rock I, LLC, and 9% Agnus Kwan

Inactive Companies:

COMPANY	EIN:	Registered Agent and Address	Nature of Business	SAR?	Begin and end dates:	Ownership
132 South Spokane Street Building, LLC		Matthew Sweeney, Reg. Agent 6416 Pacific Hwy East Tacoma WA 98417-0935	Real Estate	Y	9/23/2004	9/30/2006
176th Street, LLC		Matthew Sweeney, Reg. Agent 6416 Pacific Hwy East Tacoma WA 98417-0935	Real Estate	Y	10/23/2000	10/31/2006
Bremerton Professional Buildings, LLC		Hyun Um 820 "A" Street, Suite 300 Tacoma WA 98402	Real Estate	Y	12/23/2002	12/31/2006
CDC Acquisition Company I, L.L.C.		Matthew Sweeney, Reg. Agent 6416 Pacific Hwy East Tacoma WA 98417-0935	Real Estate	Y	9/9/2004	9/30/2005

COMPANY	EIN:	Registered Agent and Address	Nature of Business	SAR?	Begin and end dates:	Ownership
CDC Acquisition Company II LLC (incorporated in Delaware)		Matthew Sweeney, Reg. Agent 6416 Pacific Hwy East Tacoma WA 98417-0935	Real Estate	Y	9/27/2004	9/30/2012
CDC Acquisition Company II, L.L.C. (incorporated in Washington)		Matthew Sweeney, Reg. Agent 6416 Pacific Hwy East Tacoma WA 98417-0935	Real Estate	Y	9/9/2004	9/30/2005
CDC Properties II, LLC 76-0766445 (Incorporated in Delaware Sept. 13, 2004)		Matthew Sweeney 820 "A" Street, Suite 300 Tacoma WA 98402	Real Estate	Y	9/27/2004	9/30/2012
Chelsea Heights Commercial Investments, LLC		Matthew Sweeney, Reg. Agent 6416 Pacific Hwy East Tacoma WA 98417-0935	Real Estate	Y	6/2/2009	6/30/2010
Chelsea Heights, LLC		Matthew Sweeney, Reg. Agent 6416 Pacific Hwy East Tacoma WA 98417-0935	Real Estate	Y	11/28/2007	11/30/2011
Newcastle Estates, LLC		Matthew Sweeney, Reg. Agent 6416 Pacific Hwy East Tacoma WA 98417-0935	Real Estate	Y	4/4/2002	4/30/2011
North Tapps, LLC		Matthew Sweeney, Reg. Agent 6416 Pacific Hwy East Tacoma WA 98417-0935	Real Estate	Y	4/24/2002	4/30/2008
P & U Capital Partners III, LLC		Matthew Sweeney, Reg. Agent 6416 Pacific Hwy East Tacoma WA 98417-0935	Real Estate	Y	3/28/2008	3/31/2011
Pacific Avenue Investment Group, LLC		Matthew Sweeney, Reg. Agent 6416 Pacific Hwy East Tacoma WA 98417-0935	Real Estate	Y	10/23/2007	10/31/2010
Porpoise Landing, LLC		Matthew Sweeney, Reg. Agent 6416 Pacific Hwy East Tacoma WA 98417-0935	Real Estate	Y	6/6/2006	6/30/2010
Prium Aberdeen Building, LLC		Hyun Um 820 "A" Street, Suite 300 Tacoma WA 98402	Real Estate	Y	9/28/2005	9/30/2006

COMPANY	EIN:	Registered Agent and Address	Nature of Business	SAR?	Begin and end dates:	Ownership
Prium Commercial Properties, LLC		Matthew Sweeney 820 "A" Street, Suite 300 Tacoma WA 98402	Real Estate	Y	1/1/2005	1/31/2010
Prium Construction Company, L.L.C.		Matthew Sweeney, Reg. Agent 6416 Pacific Hwy East Tacoma WA 98417-0935	Real Estate	Y	1/24/2002	1/31/2011
Prium Federal Way Building, LLC		Matthew Sweeney, Reg. Agent 6416 Pacific Hwy East Tacoma WA 98417-0935	Real Estate	Y	10/27/2004	10/31/2010
Prium Fife Buildings, LLC		Hyun J. Um 8 Tacoma Ave. N Tacoma WA 98403	Real Estate	Y	4/30/2003	4/30/2005
Prium Homes, LLC		Matthew Sweeney, Reg. Agent 6416 Pacific Hwy East Tacoma WA 98417-0935	Real Estate	Y	3/31/2011	7/1/2011
Prium Kennewick Buildings, LLC		Matthew Sweeney, Reg. Agent 6416 Pacific Hwy East Tacoma WA 98417-0935	Real Estate	Y	4/1/2003	4/30/2010
Prium Lakewood Buildings, LLC		Matthew Sweeney, Reg. Agent 6416 Pacific Hwy East Tacoma WA 98417-0935	Real Estate	Y	4/17/2006	4/30/2013
Prium Medford Buildings, LLC		Carl R Peterson 1201 Pacific Ave # 1200 Tacoma WA 98402	Real Estate	Y	12/13/2006	12/31/2007
Prium Olympia Building, LLC		Matthew Sweeney 6416 Pacific Hwy East Tacoma WA 98417-0935	Real Estate	Y	9/23/2004	9/30/2011
Prium Olympus Building, LLC		Matthew Sweeney 6416 Pacific Hwy East Tacoma WA 98417-0935	Real Estate	Y	3/28/2008	3/31/2010
Prium Property Management, LLC		Matthew Sweeney 6416 Pacific Hwy East Tacoma WA 98417-0935	Real Estate	Y	10/6/2004	10/31/2011

COMPANY	EIN:	Registered Agent and Address	Nature of Business	SAR?	Begin and end dates:	Ownership
Prium Rainier Vista, LLC		Matthew Sweeney 6416 Pacific Hwy East Tacoma WA 98417-0935	Real Estate	Y	5/24/2006	5/31/2011
Prium Richland & Vancouver Properties, LLC		Matthew Sweeney 6416 Pacific Hwy East Tacoma WA 98417-0935	Real Estate	Y	9/9/2004	9/30/2011
Prium Rochester Storage, LLC		Matthew Sweeney 6416 Pacific Hwy East Tacoma WA 98417-0935	Real Estate	Y	1/20/2006	1/31/2012
Prium Silverdale Buildings, LLC	47-0949976	Matthew Sweeney 6416 Pacific Hwy East Tacoma WA 98417-0935	Real Estate	Y	6/24/2003	6/30/2005
Prium Tunwater Buildings, LLC		Matthew Sweeney, Reg Agent 6416 Pacific Hwy East Tacoma WA 98417-0935	Real Estate	Y	1/24/2005	1/31/2012
Prium Vancouver Properties, LLC		Matthew Sweeney, Reg Agent 6416 Pacific Hwy East Tacoma WA 98417-0935	Real Estate	Y	1/1/18/2005	11/30/2010
Prium White Center Building, LLC		Matthew Sweeney 6416 Pacific Hwy East Tacoma WA 98417-0935	Real Estate	Y	7/15/2003	7/31/2013
Prium Spokane Buildings, LLC		Glen Davis 107 S HOWARD STE 600 Spokane WA 99201	Real Estate	Y	7/31/2006	Prium Companies LLC owns 100%
Valley Packers Buildings, LLC		Hyun Um 8 Tacoma Ave. N	Real Estate	Y	1/9/2003	1/31/2007

United States Bankruptcy Court
Western District of Washington

In re Prium Companies, LLC

Debtor(s)

Case No.
Chapter11

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

1. Pursuant to 11 U.S.C. § 329(a) and Bankruptcy Rule 2016(b), I certify that I am the attorney for the above-named debtor and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept	\$ 0.00
Prior to the filing of this statement I have received	\$ 0.00
Balance Due	0.00

2. The source of the compensation paid to me was:

Debtor Other (specify):

3. The source of compensation to be paid to me is:

Debtor Other (specify):

4. I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.

5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
- b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
- c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
- d. [Other provisions as needed]

6. By agreement with the debtor(s), the above-disclosed fee does not include the following service:

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

Dated: August 15, 2014

/s/ Diana K. Carey

Diana K. Carey 16239
Karr Tuttle Campbell
701 Fifth Avenue
Suite 3300
Seattle, WA 98104
206 223 1313 Fax: 206 682 7100

United States Bankruptcy Court
Western District of Washington

In re Prium Companies, LLC,
Debtor
Case No. _____
Chapter 11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Eric Orse as T'ee for H Um		42.5%	Membership Interest
Eric Orse as T'ee for T Price		42.5%	Membership Interest
Willaim Stegeman c/o Mark Waldron Orlamdomo & Waldron, P.S. 6711 Regents Blvd. Tacoma, WA 98466		15%	Membership Interest

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Manager of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date August 15, 2014

Signature /s/ Eric D. Orse

**Eric D. Orse
Manager**

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C §§ 152 and 3571.

0 continuation sheets attached to List of Equity Security Holders

**United States Bankruptcy Court
Western District of Washington**

In re **Prium Companies, LLC**

Debtor(s)

Case No.

Chapter

11

VERIFICATION OF CREDITOR MATRIX

I, the Manager of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: **August 15, 2014**

/s/ Eric D. Orse

Eric D. Orse/Manager
Signer>Title

BADER MARTIN P.S.
ATTN: STEVE BISOP
1000 SECOND AVENUE, 34TH FLOOR
SEATTLE, WA 98104

BINGO INVESTMENTS LLC
SHARON G. BINGHAM 2007 TRUST
10801 MAIN STREET STE 100
BELLEVUE, WA 98004

CASCADE CAPITOL GROUP
ATTN: MARK CALVERT
1420 FIFTH AVENUE SUITE 2211
SEATTLE, WA 98101

CHICAGO TITLE INSURANCE CO.
PO BOX 241718
OMAHA, NE 68124

CHRISTIE LAW GROUP, PLLC
C/O ROBERT CHRISTIE
2100 WESTLAKE AVE N STE 206
SEATTLE, WA 98109

CHRISTOPHER TAYLOR
402 LEGION WAY SE STE 101
OLYMPIA, WA 98501

CLINES AIR CON SERVICES
C/O JOSEPH GRANT CARROLL III
12929 E SPRAGUE AVE
SPOKANE, WA 99216-0721

DEPT. OF L & I
THIRD FLOOR LEGAL
PO BOX 44171
OLYMPIA, WA 98504-4170

DOTY, BEARDSLEY, ROSENGREN & C
ATTN: PAUL DOTY
4301 SOUTH PINE ST. STE. 400
TACOMA, WA 98409

EMANUEL JACOBOWITZ□□
11011 35TH AVE NE
SEATTLE, WA 98125

EMPLOYMENT SECURITY DEPARTMENT
INSOLVENCY UNIT
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United States Bankruptcy Court
Western District of Washington

In re Prium Companies, LLC

Debtor(s)

Case No.
Chapter

11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for Prium Companies, LLC in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

■ None [*Check if applicable*]

August 15, 2014

Date

/s/ Diana K. Carey

Diana K. Carey 16239

Signature of Attorney or Litigant
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